

FORM PTO-1594
(Rev. 6-93)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

Atty Docket No. 52962.302827

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Uproar Inc., a/k/a Uproar, Inc.

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____

Additional names(s) of conveying party(ies) attached Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 2, 2003

2. Name and address of receiving party(ies)
Name: **Flipside, Inc.**

Internal Address: **Suite 2000**

Street Address: **15260 Ventura Boulevard**

City: **Sherman Oaks** State: **CA** Zip: **91403**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A

Additional names(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **William H. Brewster**

Internal Address: **Kilpatrick Stockton LLP**

Street Address: **1100 Peachtree St., Suite 2800**

City: **Atlanta** State: **GA** Zip: **30309**

6. Total number of applications and registrations involved: **6**

7. Total fee (37 CFR 3.41).....\$ **165.00**

Enclosed
 Authorized to be charged to deposit account
The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:
11-0860

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Valetta A. Northcutt *Valetta A. Northcutt* 7/15/04
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: **4**

CH \$165.00 110860 2552008

SCHEDULE OF TRADEMARK REGISTRATIONS/APPLICATIONS

	TRADEMARK	REG. NO.
1.	EXTREME LOTTO	2,552,008
2.	EXTREME LOTTO & Design	2,546,343
3.	IWIN.COM	2,637,945
4.	IWIN.COM & Design	2,657,867
5.	IWIN.COM Design	2,484,979
6.	X LOTTO & Design	2,546,396

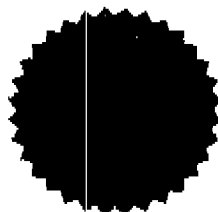
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"UPROAR INC.", A DELAWARE CORPORATION,
WITH AND INTO "FLIPSIDE, INC." UNDER THE NAME OF "FLIPSIDE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JUNE, A.D. 2003, AT 2:04 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3178834 8100M

040061066

AUTHENTICATION: 2897797

DATE: 01-29-04

TRADEMARK
REEL: 002893 FRAME: 0618

CERTIFICATE OF OWNERSHIP AND MERGER
OF
UPROAR ACQUISITION CORPORATION
(a Delaware corporation)
INTO
UPROAR INC.
(a Delaware corporation)

It is hereby certified that:

1. Uproar Inc. hereinafter sometimes referred to as the "Corporation" is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Uproar Acquisition Corporation, which is also a business corporation of the State of Delaware.
3. On February 22, 2003, the Board of Directors of the Corporation adopted the following resolutions to merge Uproar Acquisition Corporation into the Corporation:

"RESOLVED that Uproar Acquisition Corporation be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Uproar Acquisition Corporation be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Uproar Acquisition Corporation in its name.

RESOLVED that this Corporation shall assume all of the obligations of Uproar Acquisition Corporation.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction."

Executed on March 18, 2003

UPROAR INC.

By: /s/ Mark C. Hornor
Mark C. Hornor, Secretary

NSDA20494.1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 03/19/2003
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